

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF MASSACHUSETTS  
EASTERN DIVISION

In re:

VERTEX FAB & DESIGN, LLC,  
  
Debtor.

CHAPTER 7  
CASE NO. 15-11803-JNF

DONALD R. LASSMAN, CHAPTER 7  
TRUSTEE VERTEX FAB & DESIGN, LLC,

Plaintiff,

v.

VERTEX RAILCAR CORPORATION, VERTEX  
RAIL TECHNOLOGIES, LLC., & DONALD G.  
CROTEAU,

Defendant.

ADVERSARY PROCEEDING  
CASE NO. 16-01141-JNF

JURY TRIAL DEMANDED

**ANSWER OF VERTEX RAILCAR CORPORATION**

Vertex Railcar Corporation (“VRC”) hereby answers the Adversary Complaint of Donald R. Lassman, Chapter 7 Trustee Vertex Fab & Design, LLC (the “Plaintiff”) against Vertex Railcar Corporation, Vertex Rail Technologies, LLC., & Donald G. Croteau (the “Complaint”) as follows:

**INTRODUCTION**

The section of the Complaint titled “Introduction” is not properly pled in accordance with Rule 10 of the Federal Rules of Civil Procedure in that it does not contain separately numbered paragraphs that are limited to a single set of circumstances. Therefore no response is required. To the extent that the preliminary unnumbered paragraphs of the Complaint under the heading

“Introduction” contain allegations directed towards VRC, VRC denies those allegations, denies any liability to the Plaintiff, and denies that Plaintiff is entitled to any relief from VRC.

**JURISDICTION, VENUE, AND STANDING**

VRC responds to the individually numbered paragraphs of the Complaint solely as it pertains to VRC as follows:

1.

VRC admits that Plaintiff brings this adversary proceeding pursuant to certain Bankruptcy Code Sections and Rules, but denies that Plaintiff is entitled to any relief requested from VRC.

2.

VRC admits Count II, Count IV, Count VI, Count VIII, Count X, and Count XII of the Complaint are core proceedings under 28 U.S.C. §157(b)(2)(H). VRC does not consent to the entry of a final order by the Bankruptcy Court on the Counts asserted against it. As Count I, Count III, Count V, Count VII, Count IX, Count XI, Count XIII, Count XIV, Count XV, Count XVI, Count XVII, Count XVIII, and Count XIX are not directed at VRC, no response is required as to those Counts.

3.

The allegations contained in paragraph 3 of the Complaint are legal conclusions to which no response is required. To the extent a response is required, VRC admits the allegations in paragraph 3 of the Complaint.

**PARTIES**

4.

The allegations contained in paragraph 4 of the Complaint are legal conclusions to which no response is required. To the extent a response is required, VRC admits that the trustee is the

duly appointed trustee in this case, but denies that Plaintiff is entitled to any relief requested from VRC.

5.

Upon information and belief, VRC admits the allegations contained in paragraph 5 of the Complaint.

6.

VRC admits the allegations contained in paragraph 6 of the Complaint.

7.

VRC admits the allegations contained in paragraph 7 of the Complaint.

### **FACTUAL ALLEGATIONS**

8.

VRC admits the allegations contained in paragraph 8 of the Complaint.

9.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 9 of the Complaint and those allegations are therefore denied.

10.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 10 of the Complaint and those allegations are therefore denied.

11.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 11 of the Complaint and those allegations are therefore denied.

12.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 12 of the Complaint and those allegations are therefore denied.

13.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 13 of the Complaint and those allegations are therefore denied.

14.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 14 of the Complaint and those allegations are therefore denied.

15.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 15 of the Complaint and those allegations are therefore denied.

16.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 16 of the Complaint and those allegations are therefore denied.

17.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 17 of the Complaint and those allegations are therefore denied.

18.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 18 of the Complaint and those allegations are therefore denied.

19.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 19 of the Complaint and those allegations are therefore denied.

20.

To the extent that the allegations of paragraph 20 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 20 of the Complaint and those allegations are therefore denied.

21.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 21 of the Complaint and those allegations are therefore denied.

22.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 22 of the Complaint and those allegations are therefore denied.

23.

To the extent that the allegations of paragraph 23 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 23 of the Complaint and those allegations are therefore denied.

24.

To the extent that the allegations of paragraph 24 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 24 of the Complaint and those allegations are therefore denied.

25.

To the extent that the allegations of paragraph 25 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 25 of the Complaint and those allegations are therefore denied.

26.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 26 of the Complaint and those allegations are therefore denied.

27.

To the extent that the allegations of paragraph 27 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 27 of the Complaint and those allegations are therefore denied.

28.

To the extent that the allegations of paragraph 28 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 28 of the Complaint and those allegations are therefore denied.

29.

To the extent that the allegations of paragraph 29 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 29 of the Complaint and those allegations are therefore denied.

30.

To the extent that the allegations of paragraph 30 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 30 of the Complaint and those allegations are therefore denied.

31.

Upon information and belief, VRC admits the allegations contained in paragraph 31 of the Complaint.

32.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 32 of the Complaint and those allegations are therefore denied.

33.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 33 of the Complaint and those allegations are therefore denied.

34.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 34 of the Complaint and those allegations are therefore denied.

35.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 35 of the Complaint and those allegations are therefore denied.

36.

To the extent that the allegations of paragraph 36 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 36 of the Complaint and those allegations are therefore denied.

37.

To the extent that the allegations of paragraph 37 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 37 of the Complaint and those allegations are therefore denied.

38.

To the extent that the allegations of paragraph 38 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 38 of the Complaint and those allegations are therefore denied.

39.

To the extent that the allegations of paragraph 39 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 39 of the Complaint and those allegations are therefore denied.

40.

To the extent that the allegations of paragraph 40 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 40 of the Complaint and those allegations are therefore denied.

41.

The allegations contained in paragraph 41 of the Complaint state a legal conclusion and therefore do not require a response. To the extent a response is required, VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 41 of the Complaint and those allegations are therefore denied.

42.

To the extent that the allegations of paragraph 42 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 42 of the Complaint and those allegations are therefore denied.

43.

To the extent the allegations of paragraph 43 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 43 of the Complaint and those allegations are therefore denied.

44.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 44 of the Complaint and those allegations are therefore denied.

45.

To the extent the allegations of paragraph 45 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 45 of the Complaint and those allegations are therefore denied.

46.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 46 of the Complaint and those allegations are therefore denied.

47.

To the extent the allegations of paragraph 47 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and

VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 47 of the Complaint and those allegations are therefore denied.

48.

To the extent the allegations of paragraph 48 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 48 of the Complaint and those allegations are therefore denied.

49.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 49 of the Complaint and those allegations are therefore denied.

50.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 50 of the Complaint and those allegations are therefore denied.

51.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 51 of the Complaint and those allegations are therefore denied.

52.

To the extent the allegations of paragraph 52 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 52 of the Complaint and those allegations are therefore denied.

53.

To the extent the allegations of paragraph 53 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 53 of the Complaint and those allegations are therefore denied.

54.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 54 of the Complaint and those allegations are therefore denied.

55.

VRC admits the allegations contained in paragraph 55 of the Complaint.

56.

VRC admits that on April 2, 2015 Vertex Rail Tech., CSR and Majestic Legend Holdings Limited executed a shareholders agreement for VRC and incorporated VRC on April 21, 2016. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of

the remaining allegations contained in paragraph 56 of the Complaint and those allegations are therefore denied.

57.

To the extent that the allegations of paragraph 57 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC admits that a non-final draft of the Joint Venture Agreement, annexed as Exhibit 10 to the Complaint, states “all its market resources (including but not limited to the client base) and AAR certificates into the New Corporation without any condition.” VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in paragraph 57 of the Complaint and those allegations are therefore denied.

58.

VRC admits the allegations contained in paragraph 58 of the Complaint.

59.

VRC denies the allegations contained in paragraph 59 of the Complaint.

60.

To the extent that the allegations of paragraph 60 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC admits that CSR received a 22% stake in Vertex Rail Corp. and that CSR contributed engineering personnel and “technical manufacturing knowhow,” among other things, in exchange for its ownership interest in VRC. VRC denies the remaining allegations in paragraph 60 of the Complaint.

61.

To the extent that the allegations of paragraph 61 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC admits that Majestic Legend Holdings Limited received a 45% ownership interest in VRC. VRC denies the remaining allegations in paragraph 61 of the Complaint.

62.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 62 of the Complaint and those allegations are therefore denied.

63.

VRC denies the allegations contained in paragraph 63 of the Complaint.

64.

VRC denies the allegations contained in paragraph 64 of the Complaint.

65.

To the extent that the allegations of paragraph 65 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 65 of the Complaint and those allegations are therefore denied.

66.

VRC admits the allegations contained in paragraph 66 of the Complaint.

67.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 67 of the Complaint and those allegations are therefore denied.

68.

To the extent that the allegations of paragraph 68 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 68 of the Complaint and those allegations are therefore denied.

69.

To the extent that the allegations of paragraph 69 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 69 of the Complaint and those allegations are therefore denied.

70.

To the extent that the allegations of paragraph 70 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 70 of the Complaint and those allegations are therefore denied.

71.

To the extent that the allegations of paragraph 71 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 71 of the Complaint and those allegations are therefore denied.

72.

To the extent that the allegations of paragraph 72 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 72 of the Complaint and those allegations are therefore denied.

73.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 73 of the Complaint and those allegations are therefore denied.

74.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 74 of the Complaint and those allegations are therefore denied.

75.

To the extent that the allegations of paragraph 75 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and

VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 75 of the Complaint and those allegations are therefore denied.

76.

To the extent that the allegations of paragraph 76 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 76 of the Complaint and those allegations are therefore denied.

77.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 77 of the Complaint and those allegations are therefore denied.

78.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 78 of the Complaint and those allegations are therefore denied.

79.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 79 of the Complaint and those allegations are therefore denied.

80.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 80 of the Complaint and those allegations are therefore denied.

81.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 81 of the Complaint and those allegations are therefore denied.

82.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 82 of the Complaint and those allegations are therefore denied.

83.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 83 of the Complaint and those allegations are therefore denied.

84.

To the extent that the allegations of paragraph 84 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 84 of the Complaint and those allegations are therefore denied.

85.

To the extent that the allegations of paragraph 85 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 85 of the Complaint and those allegations are therefore denied.

86.

To the extent that the allegations of paragraph 86 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 86 of the Complaint and those allegations are therefore denied.

87.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 87 of the Complaint and those allegations are therefore denied.

88.

To the extent that the allegations of paragraph 88 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 88 of the Complaint and those allegations are therefore denied.

89.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 89 of the Complaint and those allegations are therefore denied.

90.

VRC denies that Croteau caused the transfer of Vertex Fab's valuable assets to VRC. VRC is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in paragraph 90 of the Complaint and those allegations are therefore denied.

91.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 91 of the Complaint and those allegations are therefore denied.

92.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 92 of the Complaint and those allegations are therefore denied.

### **COUNT I**

93.

VRC incorporates its answers to paragraphs 1 through 92 of the Complaint as if fully set forth herein.

94.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 94 of the Complaint and those allegations are therefore denied.

95.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 95 of the Complaint and those allegations are therefore denied.

96.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 96 of the Complaint and those allegations are therefore denied.

97.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 97 of the Complaint and those allegations are therefore denied.

98.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 98 of the Complaint and those allegations are therefore denied.

99.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 99 of the Complaint and those allegations are therefore denied.

100.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 100 of the Complaint and those allegations are therefore denied.

101.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 101 of the Complaint and those allegations are therefore denied.

102.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 102 of the Complaint and those allegations are therefore denied.

103.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 103 of the Complaint and those allegations are therefore denied.

104.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 104 of the Complaint and those allegations are therefore denied.

105.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 105 of the Complaint and those allegations are therefore denied.

106.

The allegations contained in paragraph 106 of the Complaint are legal conclusions to which no response is required. To the extent a response is required, VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 106 of the Complaint and those allegations are therefore denied.

107.

The allegations contained in paragraph 107 of the Complaint are legal conclusions to which no response is required. To the extent a response is required, VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 107 of the Complaint and those allegations are therefore denied.

108.

The allegations contained in paragraph 108 of the Complaint are legal conclusions to which no response is required. To the extent a response is required, VRC denies the allegations contained in paragraph 108 of the Complaint.

**COUNT II**

109.

VRC incorporates its answers to paragraphs 1 through 108 of the Complaint as if fully set forth herein.

110.

VRC denies the allegations contained in paragraph 110 of the Complaint.

111.

VRC denies the allegations contained in paragraph 111 of the Complaint.

112.

VRC denies the allegations contained in paragraph 112 of the Complaint.

113.

VRC denies that the Vertex Rail Corp. Fraudulent Transfers were made. VRC is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in paragraph 113 of the Complaint and those allegations are therefore denied.

114.

VRC denies that the Vertex Rail Corp. Fraudulent Transfers were made. VRC is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in paragraph 114 of the Complaint and those allegations are therefore denied.

115.

The allegations contained in paragraph 115 of the Complaint are legal conclusions to which no response is required. To the extent a response is required, VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 115 of the Complaint and those allegations are therefore denied.

116.

The allegations contained in paragraph 116 of the Complaint are legal conclusions to which no response is required. To the extent a response is required, VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 116 of the Complaint and those allegations are therefore denied.

117.

The allegations contained in paragraph 117 of the Complaint are legal conclusions to which no response is required. To the extent a response is required, VRC denies the allegations contained in paragraph 117 of the Complaint.

**COUNT III**

118.

VRC incorporates its answers to paragraphs 1 through 117 of the Complaint as if fully set forth herein.

119.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 119 of the Complaint and those allegations are therefore denied.

120.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 120 of the Complaint and those allegations are therefore denied.

121.

The allegations contained in paragraph 121 of the Complaint are legal conclusions to which no response is required. To the extent a response is required, VRC is without knowledge

or information sufficient to form a belief as to the truth of the allegations contained in paragraph 121 of the Complaint and those allegations are therefore denied.

122.

The allegations contained in paragraph 122 of the Complaint are legal conclusions to which no response is required. To the extent a response is required, VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 122 of the Complaint and those allegations are therefore denied.

123.

The allegations contained in paragraph 123 of the Complaint are legal conclusions to which no response is required. To the extent a response is required, VRC denies the allegations contained in paragraph 123 of the Complaint.

#### **COUNT IV**

124.

VRC incorporates its answers to paragraphs 1 through 123 of the Complaint as if fully set forth herein.

125.

VRC denies the allegations contained in paragraph 125 of the Complaint.

126.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 126 of the Complaint and those allegations are therefore denied.

127.

The allegations contained in paragraph 127 of the Complaint are legal conclusions to which no response is required. To the extent a response is required, VRC is without knowledge

or information sufficient to form a belief as to the truth of the allegations contained in paragraph 127 of the Complaint and those allegations are therefore denied.

128.

The allegations contained in paragraph 128 of the Complaint are legal conclusions to which no response is required. To the extent a response is required, VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 128 of the Complaint and those allegations are therefore denied.

129.

The allegations contained in paragraph 129 of the Complaint are legal conclusions to which no response is required. To the extent a response is required, VRC denies the allegations contained in paragraph 129 of the Complaint.

#### **COUNT V**

130.

VRC incorporates its answers to paragraphs 1 through 129 of the Complaint as if fully set forth herein.

131.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 131 of the Complaint and those allegations are therefore denied.

132.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 132 of the Complaint and those allegations are therefore denied.

133.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 133 of the Complaint and those allegations are therefore denied.

134.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 134 of the Complaint and those allegations are therefore denied.

135.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 135 of the Complaint and those allegations are therefore denied.

136.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 136 of the Complaint and those allegations are therefore denied.

137.

The allegations contained in paragraph 137 of the Complaint are legal conclusions to which no response is required. To the extent a response is required, VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 137 of the Complaint and those allegations are therefore denied.

**COUNT VI**

138.

VRC incorporates its answers to paragraphs 1 through 137 of the Complaint as if fully set forth herein.

139.

VRC denies the allegations contained in paragraph 139 of the Complaint.

140.

VRC denies the allegations contained in paragraph 140 of the Complaint.

141.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 141 of the Complaint and those allegations are therefore denied.

142.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 142 of the Complaint and those allegations are therefore denied.

143.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 143 of the Complaint and those allegations are therefore denied.

144.

VRC denies the allegations contained in paragraph 144 of the Complaint.

145.

The allegations contained in paragraph 145 of the Complaint are legal conclusions to which no response is required. To the extent a response is required, VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 145 of the Complaint and those allegations are therefore denied.

**COUNT VII**

146.

VRC incorporates its answers to paragraphs 1 through 145 of the Complaint as if fully set forth herein.

147.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 147 of the Complaint and those allegations are therefore denied.

148.

The allegations contained in paragraph 148 of the Complaint are legal conclusions to which no response is required. To the extent a response is required, VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 148 of the Complaint and those allegations are therefore denied.

**COUNT VIII**

149.

VRC incorporates its answers to paragraphs 1 through 148 of the Complaint as if fully set forth herein.

150.

VRC denies the allegations contained in paragraph 150 of the Complaint.

151.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 151 of the Complaint and those allegations are therefore denied.

152.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 152 of the Complaint and those allegations are therefore denied.

153.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 153 of the Complaint and those allegations are therefore denied.

154.

To the extent that the allegations of paragraph 154 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 154 of the Complaint and those allegations are therefore denied.

155.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 155 of the Complaint and those allegations are therefore denied.

156.

VRC denies the allegations contained in paragraph 156 of the Complaint.

157.

VRC denies the allegations contained in paragraph 157 of the Complaint.

158.

VRC denies the allegations contained in paragraph 158 of the Complaint.

159.

VRC denies the allegations contain in paragraph 159 of the Complaint.

**COUNT IX**

160.

VRC incorporates its answers to paragraphs 1 through 159 of the Complaint as if fully set forth herein.

161.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 161 of the Complaint and those allegations are therefore denied.

162.

The allegations contained in paragraph 162 of the Complaint are legal conclusions to which no response is required. To the extent a response is required, VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 162 of the Complaint and those allegations are therefore denied.

**COUNT X**

163.

VRC incorporates its answers to paragraphs 1 through 162 of the Complaint as if fully set forth herein.

164.

VRC denies the allegations contained in paragraph 164 of the Complaint.

165.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 165 of the Complaint and those allegations are therefore denied.

166.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 166 of the Complaint and those allegations are therefore denied.

167.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 167 of the Complaint and those allegations are therefore denied.

168.

To the extent that the allegations of paragraph 168 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 168 of the Complaint and those allegations are therefore denied.

169.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 169 of the Complaint and those allegations are therefore denied.

170.

VRC denies the allegations contained in paragraph 170 of the Complaint.

171.

VRC denies the allegations contained in paragraph 171 of the Complaint.

172.

VRC denies the allegations contain in paragraph 172 of the Complaint.

#### **COUNT XI**

173.

VRC incorporates its answers to paragraphs 1 through 172 of the Complaint as if fully set forth herein.

174.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 174 of the Complaint and those allegations are therefore denied.

175.

The allegations contained in paragraph 175 of the Complaint are legal conclusions to which no response is required. To the extent a response is required, VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 175 of the Complaint and those allegations are therefore denied.

**COUNT XII**

176.

VRC incorporates its answers to paragraphs 1 through 175 of the Complaint as if fully set forth herein.

177.

VRC denies the allegations contained in paragraph 177 of the Complaint.

178.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 178 of the Complaint and those allegations are therefore denied.

179.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 179 of the Complaint and those allegations are therefore denied.

180.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 180 of the Complaint and those allegations are therefore denied.

181.

To the extent that the allegations of paragraph 181 of the Complaint reference or relate to written documents, those documents speak for themselves as to their content and legal effect, and VRC denies all allegations inconsistent therewith. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 181 of the Complaint and those allegations are therefore denied.

182.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 182 of the Complaint and those allegations are therefore denied.

183.

VRC denies the allegations contained in paragraph 183 of the Complaint.

184.

VRC denies the allegations contained in paragraph 184 of the Complaint.

185.

VRC denies the allegations contained in paragraph 185 of the Complaint.

186.

VRC denies the allegations contain in paragraph 186 of the Complaint.

### **COUNT XIII**

187.

VRC incorporates its answers to paragraphs 1 through 186 of the Complaint as if fully set forth herein.

188.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 188 of the Complaint and those allegations are therefore denied.

189.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 189 of the Complaint and those allegations are therefore denied.

190.

The allegations contained in paragraph 190 of the Complaint are legal conclusions to which no response is required. To the extent a response is required, VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 190 of the Complaint and those allegations are therefore denied.

**COUNT XIV**

191.

VRC incorporates its answers to paragraphs 1 through 190 of the Complaint as if fully set forth herein.

192.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 192 of the Complaint and those allegations are therefore denied.

193.

The allegations contained in paragraph 193 of the Complaint are legal conclusions to which no response is required. To the extent a response is required, VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 193 of the Complaint and those allegations are therefore denied.

194.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 194 of the Complaint and those allegations are therefore denied.

195.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 195 of the Complaint and those allegations are therefore denied.

196.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 196 of the Complaint and those allegations are therefore denied.

197.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 197 of the Complaint and those allegations are therefore denied.

198.

The allegations contained in paragraph 198 of the Complaint are legal conclusions to which no response is required. To the extent a response is required, VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 198 of the Complaint and those allegations are therefore denied.

**COUNT XV**

199.

VRC incorporates its answers to paragraphs 1 through 198 of the Complaint as if fully set forth herein.

200.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 200 of the Complaint and those allegations are therefore denied.

201.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 201 of the Complaint and those allegations are therefore denied.

202.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 202 of the Complaint and those allegations are therefore denied.

203.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 203 of the Complaint and those allegations are therefore denied.

204.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 204 of the Complaint and those allegations are therefore denied.

205.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 205 of the Complaint and those allegations are therefore denied.

206.

VRC denies the allegations contained in paragraph 206 of the Complaint.

207.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 207 of the Complaint and those allegations are therefore denied.

208.

The allegations contained in paragraph 208 of the Complaint are legal conclusions to which no response is required. To the extent a response is required, VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 208 of the Complaint and those allegations are therefore denied.

#### **COUNT XVI**

209.

VRC incorporates its answers to paragraphs 1 through 208 of the Complaint as if fully set forth herein.

210.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 210 of the Complaint and those allegations are therefore denied.

211.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 211 of the Complaint and those allegations are therefore denied.

212.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 212 of the Complaint and those allegations are therefore denied.

213.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 213 of the Complaint and those allegations are therefore denied.

214.

The allegations contained in paragraph 214 of the Complaint are legal conclusions to which no response is required. To the extent a response is required, VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 214 of the Complaint and those allegations are therefore denied.

#### **COUNT XVII**

215.

VRC incorporates its answers to paragraphs 1 through 214 of the Complaint as if fully set forth herein.

216.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 216 of the Complaint and those allegations are therefore denied.

217.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 217 of the Complaint and those allegations are therefore denied.

218.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 218 of the Complaint and those allegations are therefore denied.

219.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 219 of the Complaint and those allegations are therefore denied.

**COUNT XVIII**

220.

VRC incorporates its answers to paragraphs 1 through 219 of the Complaint as if fully set forth herein.

221.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 221 of the Complaint and those allegations are therefore denied.

222.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 222 of the Complaint and those allegations are therefore denied.

223.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 223 of the Complaint and those allegations are therefore denied.

224.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 224 of the Complaint and those allegations are therefore denied.

225.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 225 of the Complaint and those allegations are therefore denied.

226.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 226 of the Complaint and those allegations are therefore denied.

227.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 227 of the Complaint and those allegations are therefore denied.

228.

VRC denies that Croteau has a lucrative employment arrangement with VRC. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 228 of the Complaint and those allegations are therefore denied.

229.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 229 of the Complaint and those allegations are therefore denied.

230.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 230 of the Complaint and those allegations are therefore denied.

### **COUNT XIX**

231.

VRC incorporates its answers to paragraphs 1 through 230 of the Complaint as if fully set forth herein.

232.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 232 of the Complaint and those allegations are therefore denied.

233.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 233 of the Complaint and those allegations are therefore denied.

234.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 234 of the Complaint and those allegations are therefore denied.

235.

VRC denies the allegations in paragraph 235 of the Complaint to the extent they allege that any transfer to VRC was improper, constitutes a fraudulent transfer, or gives rise to any claim for relief against VRC. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 235 of the Complaint and those allegations are therefore denied.

236.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 236 of the Complaint and those allegations are therefore denied.

237.

VRC denies the allegations contained in paragraph 237 of the Complaint.

238.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 238 of the Complaint and those allegations are therefore denied.

239.

VRC denies the allegations in paragraph 239 of the Complaint to the extent they allege that any transfer to VRC was improper, constitutes a fraudulent transfer, or gives rise to any claim for relief against VRC. VRC is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 239 of the Complaint and those allegations are therefore denied.

240.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 240 of the Complaint and those allegations are therefore denied.

241.

VRC is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 241 of the Complaint and those allegations are therefore denied.

#### **REQUEST FOR RELIEF**

VRC denies that the Plaintiff is entitled to any of the relief requested in the “WHEREFORE” paragraph or otherwise in the Complaint or to any other or further relief against VRC.

Except as expressly set forth herein, VRC denies all allegations as to VRC included in the Complaint.

### **AFFIRMATIVE DEFENSES**

VRC states the following separate defenses without assuming the burden of proof that would otherwise rest with the Plaintiff.

#### **FIRST DEFENSE**

The allegations contained in the Complaint fail to state a claim for which relief can be granted against VRC and said claims should be dismissed pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure, made applicable to this adversary proceeding by Rule 7012 of the Federal Rules of Bankruptcy Procedure.

#### **SECOND DEFENSE**

The Plaintiff is barred from recovery against VRC because VRC is a good faith transferee who gave value and without knowledge of the avoidability of any transfer within the meaning of Section 550(b) of the Bankruptcy Code.

#### **THIRD DEFENSE**

The Plaintiff's claims are barred against VRC because even if the Plaintiff has suffered damages, those damages were not caused by the acts of VRC.

#### **FOURTH DEFENSE**

The Plaintiff's claims against VRC are barred by estoppel, laches, waiver and/or release.

#### **FIFTH DEFENSE**

The Plaintiff's claims against VRC are barred because VRC took in good faith and for reasonably equivalent value as provided in the applicable fraudulent transfer statutes.

**SIXTH DEFENSE**

The Plaintiff's claims against VRC are barred because reasonably equivalent value was given for any transfers within the applicable fraudulent transfer statutes.

**SEVENTH DEFENSE**

The Plaintiff's recovery (VRC denying that it has any liability whatsoever), if any, is subject to VRC's right of setoff and/or recoupment, including, but not limited to, a potential claim under Section 502(h) of the Bankruptcy Code.

**EIGHTH DEFENSE**

The Plaintiff's claims against VRC are barred because VRC acted in good faith and took for value within the meaning of the applicable fraudulent transfer statutes.

**NINTH DEFENSE**

Plaintiff is not entitled to the relief that it seeks in the Complaint as pled because Plaintiff (i) seeks to avoid transfers in which the debtor had no property interest, (ii) seeks to avoid transfers that did not occur, and/or (iii) seeks to avoid transfers without pleading that it is prepared to accept a return of the property in which it alleges it had an interest should any transfers be avoided (VRC denying that there is any basis for avoiding any transfers as to VRC).

**TENTH DEFENSE**

Plaintiff's claims against VRC are barred because Plaintiff lacks standing.

**ELEVENTH DEFENSE**

Plaintiff's claims against VRC are barred because VRC did not receive some or all of the transfers identified in the Complaint.

**TWELFTH DEFENSE**

Plaintiff is entitled to only a single satisfaction under Section 550(d) of Bankruptcy Code.

**THIRTEENTH DEFENSE**

VRC is a good faith transferee entitled to a lien under Section 550(e) of the Bankruptcy Code on any property recovered by the Plaintiff.

**RESERVATION OF RIGHTS AND DEFENSES**

VRC reserves the right to assert any additional defenses in this matter that may be disclosed during the course of additional investigation and discovery.

WHEREFORE, having fully answered and defended the Complaint, VRC respectfully requests that the Court enter an Order:

- (a) dismissing the Complaint with prejudice;
- (b) entering judgment in favor of VRC and against the Plaintiff on all counts of the Complaint;
- (c) awarding VRC its reasonable attorneys' fees and costs to the extent allowed by applicable law; and
- (d) granting such other relief as is just and proper.

**JURY DEMAND**

Pursuant to Rule 9015 of the Federal Rules of Bankruptcy Procedure, VRC demands a trial by jury on all claims and issues so triable.

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Respectfully submitted,  
VERTEX RAILCAR CORPORATION  
By its counsel

/s/ Jesse I. Redlener

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*Attorneys for Vertex Railcar Corporation*

CERTIFICATE OF SERVICE

I, Jesse I. Redlener, hereby certify that on October 17, 2016, I served the *Answer of Vertex Railcar Corporation* on all interested parties via ECF transmission and by causing copies thereof to be mailed electronically to the Trustee's counsel and to counsel for the co-defendants.

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